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# THE CORPORATION JOURNAL

VOL. VI, No. 125

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THE CORPORATION TRUST COMPANY AND AFFILIATED COMPANIES

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*The policy of The Corporation Trust Company in all matters relating to the incorporation, qualification, statutory representation, and maintenance of corporations, is to deal exclusively with members of the bar.*

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## *Tax Returns*

*A most important matter for corporations is to file their Federal tax returns on or before March 15.*

Many state reports and tax returns are due during this season of the year. See list of Important Matters for February and March in this number of The Corporation Journal.

Attention is directed to our various tax services, all or some of which can surely help you. Full information is available at all of our offices.



President

# THE CORPORATION TRUST COMPANY

37 Wall Street, New York

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WILMINGTON, DELAWARE  
(The Corporation Trust Co. of America)

## DEPARTMENTS

**Corporation Department**—Assists attorneys in the incorporation of companies and in the licensing of foreign corporations to do business in every state and Canadian province, and subsequently furnishes annual statutory representation service, including office or agent required by statute.

**Report and Tax Department**—Notifies attorneys when to hold meetings, file corporation reports, and pay state taxes in every state and Canadian province.

**Legislative Department**—Reports on pending legislation; furnishes copies of bills and of new laws enacted by Congress.

**Trust Department**—Acts as trustee under deed of trust, custodian of securities, escrow depositary and depositary for reorganization committees.

**Transfer Department**—Acts as registrar and transfer agent of stocks, bonds and notes.

**Federal Department**—Reports decisions of the United States Supreme Court and rulings of the various Government departments. Furnishes agent at Washington for common carriers to accept service of orders, process, etc., of Interstate Commerce Commission.

## SERVICES

**Federal Income Tax Service**—Reports the Federal Income Tax Law and the official regulations, etc., bearing thereon.

**Federal War Tax Service**—Reports the Excess Profits Tax Law and practically all the other strictly Internal Revenue Tax Laws, except the Income Tax Law, due to the war, and the official regulations, etc., bearing thereon. (Does not touch on law provisions and regulations having to do with wine, spirits, soft drinks, tobacco, narcotics or child labor.)

**New York Income Tax Service**—Reports the New York Personal and Corporation Income Tax Laws and the official regulations, etc., bearing thereon.

**Federal Reserve Act Service**—Reports the Federal Reserve Act and the official regulations, etc., bearing thereon.

**Federal Trade Commission Service**—Reports the Federal Trade Commission Act and the Federal Anti-Trust Act (the Clayton Act) and the official orders, rulings, complaints, etc., bearing thereon.

**Stock Transfer Guide and Service**—Embodies extracts from the statutes and decisions of the various states and jurisdictions relating to transfers of a corporation's stock by executors, administrators, and guardians. Gives uniform requirements of the New York Stock Transfer Association, inheritance tax rates, and law provisions showing whether or not it is necessary to procure waivers or court orders. Reports new and amendatory legislation affecting stock transfers.

# THE CORPORATION JOURNAL

*Edited by John H. Sears of the New York Bar*

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## HOLDING COMPANIES

Holding companies may be divided into two general classes, one class being formed for the purpose of public participation and intended for the control of subsidiary corporations or for the spread of investment by the holding of securities in various corporations purely for investment and not for control; the other general class of holding companies is the personal holding company or the family corporation organized for the purpose of taking over an individual's holdings representing a control of some corporation or corporations or merely minority investments in various companies.

Referring to public holding companies and the expansion of public utilities in the United States, Henry L. Doherty, President of the Cities Service Company, in the *New York Tribune* for January 7, 1924, states that no small contribution to their wonderful progress must be attributed to the modern holding company. He further says:

"These companies have been able to group small or moderate sized companies together and create a business of sufficient magnitude to support a staff of managerial and technical talent that would have been impossible by any other means. These holding companies have blazed the way for the smaller companies and for the local and less efficient management, making it possible for the smaller companies

to do no more than to simply imitate the practices of the larger holding companies. The vast capital expenditures which have been required could probably never have been raised except through the greater opportunities for financing which were created by the adoption of the plan of having holding companies—and yet all of the benefits and advantages of these holding companies have not yet been realized.

Sooner or later the investing public will realize that the securities of these holding companies offer a degree of safety which is not appreciated. One of the rules often practiced by the investors is that of diversification of their investments. Many English investors will not put more than 5 per cent of their investment funds into one single security. Diversity of this character does not protect one against loss, but does limit the loss to that one security. The holding company, however, offers in a single security a wide diversity of investment, and all excess earnings from any one company must be used to make good the losses on any other companies, and that is why these securities up to date have such a remarkable record for safety. In addition to this, a holding company can have one or two lame properties which would cause bankruptcy if they were locally owned, and yet the holding company can bridge

over the period of difficulties and eventually make good losses where it would be impossible for local owners to do the same thing."

Mr. Doherty, in the foregoing quotation refers to the public holding company. In the next issue of *The Corporation Journal* we expect to discuss the personal holding company, sometimes called the family

corporation.

Both classes of holding companies are now frequently organized in the State of Delaware, that state being favored in this respect because its laws expressly authorize the necessary powers and because it imposes no inheritance tax on the stock of a non-resident decedent.

## Domestic Corporations

### Canada

#### **Corporation May Repudiate Unauthorized Contract of its Agent.**

The defendant is an English corporation engaged in the sale of automobile trucks and accessories. It has branch offices in several cities in Canada. The Canadian manager of the corporation entered into a contract with the plaintiff for the purchase of a patent and to pay the purchase price partly in cash and partly by forming a Canadian corporation for the purpose of manufacturing and selling the plaintiff's patented article and issuing to the plaintiff as fully paid up 10 per cent of the capital stock of the company. The corporation repudiated this contract and the plaintiff sued. The Ontario Supreme Court, Appellate Division, held that the contract could not be enforced against the corporation since it had been made without its knowledge or consent and the agent not having been expressly authorized to make such contracts the authority could not be implied from the nature and scope of his employment. *Foley v. Commercial Cars, Ltd.*, 3 D. L. R. 453, W. J. Boland for plaintiff, H. J. Scott, K. C., for the defendant.

#### **Requisites of Application for Confirmation of Reduction of Capital Stock.**

The Saskatchewan court of Kings Bench in a recent case criticizes the "growing practice" among solicitors to treat this application almost as a matter of course and in holding the pending application to be insufficient it points out what should be contained in the petition: It is the duty of the court to see that the reduction is fair and equitable. Parties having rights will not be presumed to have waived them unless they do so expressly and in the absence of express waiver every possible interest must be notified either by service or publication and given a reasonable opportunity to object. The petition and material in support thereof must be sufficient to enable the court to determine who are interested and how the parties can be sufficiently notified. The court will take into consideration the interests of the public, if any, and whether or not it is in good standing as to taxes, past operations and future intentions. It is not enough merely to state that the resolution authorizing the reduction was "duly" adopted. There must be a production of such notices, consents, waivers, with averments of facts relating thereto as show that the resolutions were

duly passed in accordance with the rules of the Company. The application and supporting material must be clear and definite. Proof on information and belief will not be sufficient unless it is unreasonable to ask for better evidence. The source of information must be disclosed, if not, it has no probation force. Re: Companies Act and the Bunn Munro Co. [1923] 3 D. L. R. 912. W. P. Cumming for petitioner.

## Delaware

**Determination of Fair Price for Corporate Assets.** This was a suit by minority stockholders to restrain the sale of all the assets of the Steel & Tube Company of America to the Youngstown Sheet & Tube Co. on the ground that the selling price was inadequate. A preliminary injunction was granted (120 Atl. 486). An examiner was then appointed to take testimony on the question of the fairness of the price at which the assets were contracted to be sold and the case came up again on a motion to dissolve the injunction. In holding that the price was adequate the Court of Chancery of Delaware said that "fundamentally the fair price is the resultant of the two opposing views of a willing seller and a willing purchaser, the former of whom is not compelled to sell and the latter of whom is not required to buy." Intrinsic worth of the thing sold is not the sole consideration because value to the prospective buyer is an important factor. In passing on fairness of price the court will consider two measures of value (a) replacement cost, (b) earning power. The second is by far the more important and will control the former because no one will buy property for industrial purposes at a price in excess of a reasonable capitalization of its earning power. Only earnings at the time the contract was made will be considered. Applying these rules the court in the instant case found the proposed selling price to be fair and dissolved the temporary injunction. *Allied Chemical & Dye Corporation v. Steel & Tube Co.*, 122 Atl. 142. William P. Hilles, of Wilmington, Nathan L. Miller and Frederic Cunningham, Jr., both of New York City, and K. K. Knapp, of Chicago, Ill., for complainants. Robert H. Richards, of Wilmington, George W. Wickersham, W. Lloyd Kitchel, Joseph P. Cotton, and Boykin Wright, all of New York City, and Chas. F. Fawcett, of Milwaukee, Wisconsin, for the Steel and Tube Company, of America.

**Mere Inadequacy of Price Not Ground for Enjoining Sale Unless it Reveals Bad Faith.** The discrepancy between what the court deems a fair price and the price named in a contract for the sale of corporate assets must be so great as to lead the court to believe that it is attributed not to a difference of opinion but to bad faith before the sale will be enjoined. *Allied Chemical & Dye Corporation v. Steel and Tube Co.*, 122 Atl. 143.

**Terms and Conditions of Sale of Corporate Assets Reviewable by Court.** Both the majority stockholders and the directors authorized a sale of corporate assets and fixed the terms and conditions of the sale; held that in injunction proceedings objecting minority stockholders could obtain a judicial review of the terms and conditions to deter-

mine whether they met the test of being for the best interests of the corporation, but they could not obtain a review of the decision that a sale should be made. *Allied Chemical & Dye Corp. v. Steel & Tube Co.*, 122 Atl. 142.

### Kentucky

**Life Insurance Company May Erect Building Larger than Present Needs Require, but it May Not Pay the Cost of Erection Out of its Reserve Fund.** The directors of the National Reserve Life Ins. Co., a Kansas corporation, passed a resolution authorizing the erection of an office building which, as planned, was much larger than was necessary for the present needs of the company, but it was expected that in time, with the growth of the company, the whole building would be occupied by it. Meanwhile it was proposed to rent the excess space. The company brought proceedings in mandamus against its president to secure a declaratory judgment as to its powers in the circumstance. The Court said: "The board of directors is the business manager of the corporation, and so long as the board acts in good faith its orders are not reviewable in the courts. The courts are not the business managers of corporations, and cannot become such, except through the appointment of receivers to attain some specific object required by law. It is within the power of the board of directors to construct a building larger than the present needs of the company require." It was intended, however, to pay the cost of construction out of the reserve fund and to place the title of the building in the superintendent of insurance for the purpose of depositing it as a part of that fund. The court held that this could not be done. *National Reserve Life Ins. Co. v. Moore*, 219 Pac. 261. *Stone, McDermott & Webb, of Topeka*, for plaintiff. *McKeever & McKeever, of Topeka*, for defendant.

### New Jersey

**Material Departure from Terms of Subscription Agreement by the Corporation Renders it void.** Defendant subscribed for 20 shares of preferred stock in the plaintiff corporation before its organization, and paid \$200 on account. There was no limitation in the subscription agreement upon the time for which the preferred stock was to run. When the corporation was organized the certificate of incorporation provided for the redemption of preferred stock in about five years from the date of the certificate. This suit was brought to recover \$1,800 the balance due on the subscription. Held by the New Jersey Court of Errors and Appeals that there could be no recovery on the subscription and that the defendant was entitled to a refund of his payment of \$200. The Court said: "Now, the consideration agreed to be passed to the defendant was 20 shares of the preferred stock of the plaintiff corporation at \$100 per share, and, as there was no limitation or restriction to that effect, the stock was to exist and run during the life of the corporation; but the certificate of incorporation provided that the stock might be redeemed at a certain time named, about five

years after the date of the certificate of incorporation, or thereafter, while the existence of the corporation was to be perpetual. Thus the plaintiff put it out of its power to deliver stock of the kind and character which the defendant had contracted to purchase and receive, and it could not therefore require performance from the defendant which rested on such altered consideration. The defendant therefore had a right to refuse to take the stock tendered and pay the balance therefor, and for the same reason had a right to recover its partial payment of earnest money under its counterclaim filed in the suit." American Trading & Importing Company v. Miron & Lifson, 121 Atl. 744. McDermott, Enright & Carpenter, of Jersey City, for appellant corporation. Stamler & Stamler, of Elizabeth, for respondent.

### New York

**Right to Use Individual Name as Part of Corporate Title.** Mme. Elize, who was well and favorably known throughout the costume and gown industry as a designer, was one of the incorporators of the plaintiff (Elize Costume Co., Inc.). She permitted the plaintiff to use her name as part of the corporate title, but for the grant of that privilege she received no compensation. She later severed her connections with the plaintiff and organized the defendant corporation (Mme. Elize, Inc.). An order was entered at Special Term granting the plaintiff's motion for an injunction pendente lite restraining defendant from conducting the business under the name of "Mme. Elize." This order was reversed and the injunction vacated by the N. Y. Appellate Division which held that since Mme. Elize had not sold to the plaintiff the right to use her name she could use it as part of the corporate title of the defendant, especially as it had not been shown that the defendant was guilty of unfair competition. The Court said: "The name 'Elize Costume Company, Inc.' and 'Mme. Elize, Inc.' are not so similar as to deceive a buyer of ordinary observation in a trade where no likelihood of confusion between producers and their products is indicated." Elize Costume Co. v. Mme. Elize, Inc., 201 N. Y. Supp. 545. Hartman & Levy, of New York City, for appellant. I. Maurice Wormser, of New York City, for respondent.

### Tennessee

**Clause in Charter Imposing Individual Liability on Directors Unauthorized.** The charter of the White Springs Hotel Company contained this provision, "If the indebtedness of said company shall at any time exceed the capital stock paid in, the directors assenting thereto shall be individually liable to the creditors for said excess." Creditors of the company brought suit against the directors individually under the above provision. The Supreme Court of Tennessee held that since the Acts of 1875 under which the company was organized prescribed a specific form of charter, any matter included in the company's charter which was not contained in the statutory form added nothing, and in construing the charter would be read out of it. The above provision consequently was ineffective and imposed no liability on the



# The Dangers of Inexperience

The heavy losses and penalties that may fall upon a corporation if doing business in any state other than that of incorporation without proper license and statutory representation in the state are becoming more generally appreciated. (Our pamphlets "When Doing Business Is Illegal" and "What Constitutes Doing Business" throw much light on the subject. Copies may be obtained of any of our offices.) But the need of qualification and representation is only partly met unless the representation in each state is of such character as to ensure the company's corporate standing CONTINUING to be vigilantly guarded at all times.

Acting as a corporation's agent for service of process in any state is not by any means a perfunctory duty or a mere legal formality.

Properly to safeguard the corporation's interest the agent should be, by training, experience and interest, fully alert to the significance of all the papers that may be served upon the corporation at its statutory office, and familiar with all the requirements of the state law in regard to foreign corporations, and in a position to know immediately of any changes in

## A Service Company

The Corporation Trust Company supplies statutory representation in any state or territory and the United States, or in any province of Canada, of such sound, proved reliability and specialized experience, that with its appointment counsel may dismiss all thought of worry and anxiety.

Every office and representative of this company is trained by experience, and keyed by the vast nature of the company's business to appreciate to the full all the responsibilities and duties connected with acting as a corporation's statutory agent.

We are serving, under direct supervision of counsel, either in a foreign or domestic capacity, more than ten thousand corporations, many of them the largest institutions of their kind in the world. We can only notify counsel promptly of state reports or taxes due, and forward him without delay the papers served, giving telegraphic advice when necessary, but follow legislation and court decisions in all jurisdictions and keep the attorney informed of any matters that may affect the corporate standing of his clients.

The careful, systematic manner, perfected only through the company's years of experience

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37 Wall

## The Corporation

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WILMINGTON  
(The Corporation)



# Statutory Representation

## Costly Rely On

Each all foreign corporation are taken care of by our organization, is of the help to counsel in his work of guarding his client's assets. All the extra detail with and confusion which arises at company is qualified in several states and different appointed for each, with different ways of forwarding by and notifications, is heated by dealing with one unification for all states.

all the corporations can also be of much assistance to counsel in the matter of directing whether or not a foreign business in any state has the qualification in that state. Many we furnish a special form of questions for counsel's submission to his clients which will clearly bring out just the information we, as to the exact nature of any business operations carried on in any state. Then, with this submission, we submit extracts from the statutes, court decisions and precedents, indicating the course taken by each state at that particular kind of client's operation.

In conformance with our established policy, none of these reports will be rendered direct to a client, but only to attorneys.

those requirements.

Delay or neglect in informing the corporation's attorney of matters he should know, whether caused by the agent's lack of appreciation of their importance, or his absence from the office, or his greater interest in other affairs, may cost the company dearly.

In the Kentucky case of *S. B. Reese Lumber Co. v. Licking Coal & Lumber Co.* (161 S. W. 1124) the foreign corporation had appointed one of its own employees to act as agent for service of process in the state. He later left the employment of the company. Papers in a suit against the company were served upon him and he neglected to notify his former employer. The suit came to trial, the corporation of course did not appear, and judgment was rendered for \$783.36.

The court refused afterwards to reopen the case, stating that the default was due to the company's own negligence in the matter of its agent for service of process.

One such incident dissipates many times over any possible saving that may be effected through the appointment of any but an experienced agent of proved responsibility, and one working directly through the corporation's attorney.

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Corporation of America)

director. This was especially so since the plaintiffs did not show that they dealt with the corporation with knowledge of the provision nor could it be said that the plaintiff had constructive knowledge of the provisions since it was not lawfully in the charter. *Anderson-Dulin-Varnell Co. vs. Williams*, 255 S. W. 597, Green, Webb & Cowan, of Knoxville, for plaintiff; *Frantz, McConnell & Seymour*, of Knoxville, for defendant.

### Washington

**Issuance of Stock for Property Worth Less than the Par Value of the Stock is Not a Fraud on Subsequent Stockholders.** Suit was brought by stockholders of the defendant corporation to cancel shares of stock issued to one of the promoters of the corporation. The value of the property received by the corporation was less than the par value of the stock issued to the promoters. The Supreme Court of Washington held that the plaintiff could not object since they had become stockholders subsequent to the alleged fraud. *Metcalf v. Mental Science Industrial Ass'n.*, 220 Pac. 1; *Winter I. Martin and Geo. McKay*, both of Seattle, for plaintiff. *Rummens & Griffin*, of Seattle, for defendants.

**Sale of Corporate Assets.** The Washington Dehydrated Food Co. had operated at a loss since its organization; for a time the plants remained idle, but were finally rented for a sum barely sufficient to cover taxes and upkeep. While the company was solvent, in the sense that its current obligations had been paid off, and it apparently had enough property to pay off its remaining indebtedness, yet its credit was largely sustained by the indorsement of its notes by some of the defendants; it was not a going concern. With the approval of a majority of the directors and stockholders the corporation made a sale of all its assets. A minority stockholder brought the present suit to have the sale set aside. The Supreme Court of Washington in upholding the sale said that it adhered to the principle that the property and assets of a going solvent corporation could not be disposed of by a majority of the stockholders over the protest of a single stockholder, but since in the present case the corporation was not a going concern and there was no evidence of fraud and no undue advantage obtained by the majority stockholders at the expenses of the minority, the sale was valid. *Cardiff v. Johnson*, 218 Pac. 269; *Voorhees & Canfield*, of Spokane, and *Richards, Fontaine & Giebert*, of Yakima, for defendants. *D. V. Northland and Grady, Shumate & Velikanje*, all of Yakima, for plaintiffs.

## Foreign Corporations

### Texas

**Assignee of Foreign Insurance Company May Recover Without Showing Assignor Was Qualified.** The Supreme Court of Texas holds that an assignee of an insurance contract from a foreign insurance com-

pany may recover premiums due thereon without first alleging and proving that the insurance company was qualified to do business at the time the contract was made. The general rule in Texas is that a foreign corporation must allege and prove compliance before it will be allowed to recover on a contract made in the state, and under this rule an assignee of a foreign corporation must likewise allege and prove that its assignor was licensed to do business under Art. 1318, Vernon's Sayles' Ann. Civ. St. 1914. The exception in the case of insurance companies is due to the provisions of Art. 1319, which exempts from the operation of Art. 1318 corporations which are required to procure authority to do business from the Commissioner of Insurance and Banking. *Stadtler v. Southern Surety Co.*, 253 S. W. 681.

### Wisconsin

**An Unqualified Foreign Corporation May Not Sue Another Foreign Corporation on a Cause of Action Arising Outside the State.** The Dyckman Building Corporation, organized under the laws of New York, was not qualified to do business in Wisconsin. It brought suit in Wisconsin against the Goldwyn Distributing Corporation, also a New York Corporation but qualified to do business in Wisconsin. The complaint asked for damages for the alleged breach of two leases of floors in an office building in New York where the leases were executed. The Goldwyn Distributing Corporation petitioned for a writ of prohibition to prevent the court from assuming jurisdiction of the action and set forth in its petition that it had ample property in New York to satisfy any judgment which might be rendered against it. The writ was granted, the Supreme Court holding that since the Building Corporation was not qualified to do business in Wisconsin it was against the public policy of the State to permit it to maintain this present suit. *State ex rel. Goldwyn Distributing Corporation v. Gehrz*, 194 N. W. 418. Miller, Mack & Fairchild and Leon F. Foley, all of Milwaukee, for petitioner. P. J. Hayes and Thomas H. Gill, both of Milwaukee, for defendants.

## Taxation

### New York

**Franchise Tax Apportionable on Bankruptcy of Corporation.** The Ajax Dress Co., a bankrupt, had not paid its franchise tax (Tax Law of New York, Sec. 209) for the current year. The state claimed the entire amount of the annual tax; the company contended that it was liable only for that portion of the tax accruing to the date of bankruptcy. The United States Circuit Court, following *Mutual Trust Co. vs. Miller* 177, N. Y. 51, sustained the position of the company and held it liable for a tax only for the portion of the year for which it had exercised its franchise, i.e., from the commencement of the tax year to the date of bankruptcy. *In re Ajax Dress Co.*, 200 Fed. 950. Carl

Sherman, Atty. Gen. and Robert P. Beyer, Deputy Atty. Gen. for the State of New York; Moses & Singer, of New York City, for the trustee in bankruptcy.

### Oklahoma

**Failure to Pay License Tax Does Not Make Contract Void.** The Pacific Engineering & Construction Co. complied with all the requirements of the constitution and the statutes in regard to filing copies of its charter and in designating an agent for the service of process, but it failed to report and pay its excise tax. When it sought to issue its rights under one of its contracts the defense was interposed that the contract was void because of the failure of the corporation to pay its license tax. The Supreme Court of Oklahoma held that the default of the company did not preclude it from accepting the benefits of the contract or from proceeding in court to enforce its rights. *Dolese Bros. Co. v. Pacific Engineering & Const. Co.*, 218 Pac. 798. *Holtzendorff & Holtzendorff*, of Claremore, and *Wilson, Tomerlin & Threlkeld*, of Oklahoma City, for the plaintiff. *Jennings, Hall & Battenfield*, of Claremore, for defendants.

## Some Important Matters for February and March

This calendar does not purport to cover general taxes or reports to other than state officials, nor those we have been officially advised are not required to be filed. *The State Report and Tax Service* maintained by *The Corporation Trust Company System* sends timely notice to attorneys for subscribing corporations of report and tax matters requiring attention from time to time, furnishing information regarding forms, practices and rulings.

**ALASKA**—Annual Report due on or before March 1—Foreign Corporations.

**ALABAMA**—Annual Franchise Tax payable April 1, but may be paid without penalty until April 30—Domestic and Foreign Corporations.

Annual Franchise Tax Statement due between January 1 and March 15—Domestic and Foreign Corporations.

**ARIZONA**—Annual Statement of Mining Companies due between January 1 and April 1—Domestic and Foreign Corporations engaged in mining of any kind.

**CALIFORNIA**—Report on General Franchise due within 10 days after first Monday in March—Domestic and Foreign Corporations.

**COLORADO**—Annual Report due within 60 days after January 1—Domestic and Foreign Corporations.

**CONNECTICUT**—Annual Report on or before February 15th—Domestic and Foreign Corporations.

Income Tax Return due on or before April 1—Domestic and Foreign Corporations.

**DELAWARE**—Annual Franchise Tax due between 3rd Tuesday in March and July 1—Domestic Corporations.

DOMINION OF CANADA—Annual Summary due between April 1st and June 1st—Domestic companies having capital stock.

Annual Income Tax Return due between January 1st and April 30th—Domestic and Foreign Corporations.

ILLINOIS—Annual Report due between February 1 and March 1—Domestic and Foreign Corporations.

INDIANA—Annual Capital Stock Report due on or before March 1—Foreign Corporations engaged in manufacturing.

KANSAS—Annual Report and Franchise Tax due between January 1st and March 31st—Domestic and Foreign Corporations.

LOUISIANA—Capital Stock Statement and Tax due on or before March 1—Foreign Corporations.

MAINE—Annual License Fee due on or before March 1—Foreign Corporations.

MARYLAND—Annual Report due between January 1 and March 15—Domestic and Foreign Corporations.

MASSACHUSETTS—Annual Report of information for income tax due between January 1 and March 1—Domestic and Foreign Corporations.

Franchise Tax Return due between April 1 and April 10—Domestic and Foreign Corporations.

MISSOURI—Annual Return of Net Income due between January 1 and March 1—Domestic and Foreign Corporations.

Annual Capital Stock Report and Tax due on or before March 1—Domestic and Foreign Corporations.

MONTANA—Annual Report due between January 1 and March 1—Foreign Corporations.

Annual Return of Net Income due between January 1 and March 1—Domestic and Foreign Corporations.

NEBRASKA—Statement to Tax Commissioner due on or before April 15—Foreign Corporations.

NEW HAMPSHIRE—Annual Return due on or before April 1—Domestic and Foreign Corporations.

Franchise Tax due between January 1 and March 1—Domestic Corporations.

NEW YORK—Annual Franchise Tax payable on or before March 15—Domestic and Foreign, Real Estate and Holding Corporations, Transportation and Transmission Companies, other than those subject to the so-called income tax.

Capital Stock Report, Real Estate Holding Corporations, Transportation and Transmission Companies, due between January 1 and February 15—Domestic and Foreign Business Corporations. Form 42 C. T. Section 182 of the Tax Law.

Annual Return of Withholding Agent due between January 1 and April 15—Domestic and Foreign Corporations.

NORTH CAROLINA—Income Tax Return due on or before March 15th—Domestic and Foreign Corporations.

NORTH DAKOTA—Annual Income Tax Return due between January 1 and March 1—Domestic and Foreign Corporations.

PENNSYLVANIA—Capital Stock Report and Corporate Loan Report due between January 1 and February 28—Domestic and Foreign Corporations.

Bonus Report due between January 1 and February 28—Foreign Corporations.

Emergency Profits Tax Return due on or before March 15—Domestic and Foreign Corporations doing business or having capital or property employed in Pennsylvania.

RHODE ISLAND—Corporation Tax Return due on or before March 1—Domestic and Foreign Corporations.

Annual Report due during February—Domestic and Foreign Corporations.

SOUTH CAROLINA—Annual License Tax Report due during month of February—Domestic and Foreign Corporations.

Annual Income Tax Return due on or before March 15—Domestic and Foreign Corporations.

SOUTH DAKOTA—Annual Capital Stock Report due between January 1 and March 1—Foreign Corporations.

TENNESSEE—Annual Report of Supplemental Information due between January 10 and March 1—Domestic and Foreign Corporations.

TEXAS—Annual Capital Stock Report due between first day of January and the 15th day of March—Domestic and Foreign Corporations that are required to pay annual franchise tax.

UNITED STATES—Annual Return of Net Income due on or before March 15—Domestic and Foreign Corporations.

VERMONT—Annual Tax Return due on or before March 1—Domestic and Foreign Corporations.

Annual License Tax payable on or before March 1—Domestic and Foreign Corporations.

Extension of Certificate of Authority due between January 1 and March 31—Foreign Corporations.

Annual Report due on or before March 1—Domestic Corporations.

List of Stockholders due on or before April 5—Domestic and Foreign Corporations.

VIRGINIA—Annual Registration Fee due on or before March 1—Domestic and Foreign Corporations.

Annual Franchise Tax due on or before March 1—Domestic Corporations.

WEST VIRGINIA—Annual Report due in April—Foreign Corporations.

WISCONSIN—Annual Report due between January 1 and April 1—Domestic and Foreign Corporations.

Income Tax Return due on or before March 15—Domestic and Foreign Corporations.

**R**EMEMBER that the time to protect yourself against liability to more income tax than the law intended you to pay is NOT when you come to making out your return, but when you are planning, arranging and completing—all through the year—the business and investment matters on the results of which your tax return must be based.

If you do not know the official rulings bearing on any transaction you are about to undertake, and the LATEST of them—those in force AT THAT MOMENT—you can not be sure of so proceeding with the transaction as to bring it under the most favorable heading intended by the law.

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